



June 10, 2025

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To: Whom It May Concern:

RE: Concerns related to the Special Purpose Acquisition Company (SPAC) Taxonomy and questions on the final SPAC rule

This letter was prepared by filing agent and tool provider members of XBRL US, who have encountered certain challenges in working with the SEC SPAC Taxonomy which is used to tag disclosures in compliance with the final rule, [Special Purpose Acquisition Companies, Shell Companies, and Projections](#). Several issues have been identified that make it difficult to consistently and efficiently identify the facts assigned to specific tags and that in turn, are likely to make the data produced by companies using the taxonomy difficult to consume.

On January 14, 2025, XBRL US submitted a [comment letter](#) expressing various issues with the SPAC Taxonomy. We appreciate that the Commission implemented some of our requested changes, for example, changes to data type of concepts such as SpacDirectorDissentOrAbstain which was subsequently changed from a string to an enumerated concept. The Commission also adopted our suggestion that the OverAllotmentAxis (with a name change to OverAllotmentOptionAxis) was changed to an explicit axis, allowing for two member options: Exercised, and Not Exercised. Changes like these not only make it easier for issuers to prepare their filing, but will make the data generated from their filings more consistent.

Other recommendations made however, were not incorporated into the final taxonomy. For example, the SPAC Taxonomy allows certain text block elements to be placed in link roles that differ from their associated detailed disclosures. We also pointed out that the draft taxonomy did not always follow common industry practice. Registrants often disclose information about more than one topic in the same location, while the taxonomy structure calls for each disclosure to be made separately. When working with SPAC clients preparing their tagged reports, these issues have become even more apparent.

## Challenges with the Final Taxonomy

The SPAC taxonomy separates related disclosures across multiple link roles and subsections, making the tagging process more complicated and time-consuming. Preparers often face difficulties when trying to tag content that appears together in a single section or table but must be mapped across several link roles. This fragmented structure creates confusion, especially when it is unclear whether missing tags represent actual gaps in disclosure or simple oversight.

Furthermore, the use of highly detailed, granular elements for narrative disclosures also does not always align with how companies naturally present their information, which adds complexity without necessarily improving the usefulness of the data for users. Filers have noted issues with “bleed-through,” where the same tagged data is rendered in multiple link roles. This makes it difficult to know if the information is truly presented in a different section of the registration statement or just duplicated visually, leading to broader questions about whether tagging is meant to track disclosures by section or simply to support overall data usability, where duplicative tagging may not be necessary. It is important that the SEC consider how the data will be used and what will be most effective for data aggregators that will be extracting and providing this data to investors.

In addition, we have observed differing interpretations regarding the use of extension line items in SPAC tagging. While the SPAC Taxonomy Guide indicates that extensions are generally unnecessary (and discouraged), certain disclosures present practical challenges. For instance, in cases where sponsor compensation includes both security and non-security components, the current taxonomy only provides elements for the security-related portions. This leaves filers with the choice of either creating extensions for the non-security components or omitting them from tagging altogether. Such inconsistencies in tagging approaches lead to non-uniform structured data, which may hinder usability and comparability for data users.

To address this issue, we recommend that the SEC issue clear guidance on whether and when extensions should be used. If extensions are deemed appropriate, we further suggest that the SEC evaluate commonly used extensions and associated disclosures and consider expanding the taxonomy to include standard elements (such as those for non-security components of SPAC sponsor compensation). This would promote more consistent, complete, and reliable data reporting across filings.

## General questions

As the compliance deadline approaches, filers and service providers are still seeking clarification from the SEC on several key questions to ensure they can meet the requirements effectively.

1. Tagging of Amendments: For SPAC IPO and deSPAC transactions occurring after June 30, 2025, are all subsequent amendments of Forms S-1/A, S-4/A, F-1/A, or F-4/A required to be tagged as well? One service provider has indicated that they recently received a response from the SEC suggesting the Commission would not object to an

accommodation, similar to the previous FAQ Question D.12, allowing registrants subject to the Item 1610 tagging requirement to comply only in the last pre-effective amendment and in any post-effective amendment that includes disclosures pursuant to Subpart 1600 of Regulation S-K. We recommend that the SEC publish formal guidance as soon as a determination is made.

2. Duplicate Disclosures: If the same content appears in both an S-4 and a proxy, must it be tagged in both?
3. Tender Offer Forms: Are all de-SPAC tender offer filings (SC 14D9, SC TO-C, SC TO-T, SC 13E4F) and their amendments subject to XBRL tagging?
4. Projection Disclosures: If projections are tagged in an 8-K and later appear in a Form S-4 (or vice versa), is retagging required?
5. Form 20-F Tagging: If Items 1602 and 1603 are disclosed in a Form 20-F, must they be tagged again if already tagged in a Form F-1?

Thank you for your attention to these issues. Please contact me if you have any questions or to schedule a call or meeting to discuss how the XBRL community can be of assistance. I can be reached at (917) 582-6159 or [Campbell.Pryde@XBRL.US](mailto:Campbell.Pryde@XBRL.US).

Sincerely,



Campbell Pryde  
President and CEO, XBRL US